



West Contra Costa Healthcare District Board of Directors Meeting

Wednesday, November 16, 2011
5:00 PM
Doctors Medical Center, Auditorium
2000 Vale Road
San Pablo, CA 94806

WEST CONTRA COSTA HEALTHCARE DISTRICT

WEST CONTRA COSTA HEALTHCARE DISTRICT BOARD OF DIRECTORS

November 16, 2011 – 5:00 pm

Doctors Medical Center – Auditorium
2000 Vale Road, San Pablo, CA 94806

Board of Directors

Irma Anderson, Chair

Eric Zell, Vice Chair

Beverly Wallace, Treasurer

Deborah Campbell, Secretary

Nancy Casazza, Assistant Secretary

AGENDA

1. Call to Order I. Anderson
2. Roll Call
3. Consent Calendar I. Anderson
 - a. Today's Agenda
 - b. Minutes: October 26, 2011
 - c. Public Comment
 - d. *ACTION: Approval of Consent Calendar and October 26, 2011 Minutes.*
4. Public Comments I. Anderson

[At this time persons in the audience may speak on any items not on the agenda and any other matter within the jurisdiction of the District Board]
5. Certificates of Participation (COP) Financing D. Gideon
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Resolution No. 2011-06, Resolution Authorizing And Directing Execution of Certain Installment Sale Financing Documents, Authorizing and Directing Preparation and Distribution of a Preliminary Official Statement in connection with the Offering And Sale of Certificates of Participation Relating Thereto, Authorizing and Directing Execution of a Certificate Purchase Agreement and Directing Certain Actions with Respect Thereto*
6. Brookside Merger with Lifelong D. Gideon
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Resolution No. 2011-08, Resolution Approving the Merger Between Brookside Community Health Center, Inc. and Lifelong Medical Care*

7. Institute for Healthcare Organization (IHI) 23rd Annual Conf. D. Campbell
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Approval of Board member(s) to attend the IHI 23rd Annual National Forum*
8. Announcements
9. Adjournment

MINUTES
October 26, 2011

TAB 3

WEST CONTRA COSTA HEALTHCARE DISTRICT

October 26, 2011 – 4:15 pm
Doctors Medical Center – Auditorium
2000 Vale Road, San Pablo, CA 94806

MINUTES

1. CALL TO ORDER

The meeting was called to order at 4:15

2. ROLL CALL

Quorum was established and roll was called:

Present: Irma Anderson
Eric Zell
Beverly Wallace

Excused Absence: Deborah Campbell
Nancy Casazza

3. APPROVAL OF MINUTES

The motion made by Director Zell and seconded by Director Wallace to approve the October 18, 2011 minutes passed unanimously.

4. PUBLIC COMMENTS

There were no public comments.

5. AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE DMC FOUNDATION

Ms. Dawn Gideon, CEO, stated although the DMC Foundation is inactive, met last week and made changes to their Articles of Incorporation.

Ms. Gideon sought approval of the Amended and Restated Articles of Incorporation of DMC Foundation: Written Consent of the Sole Member of DMC Foundation.

The motion made by Director Zell and seconded by Director Wallace to approve the Amended and Restated Articles of Incorporation passed unanimously.

6. ANNOUNCEMENTS

There were no announcements.

7. ADJOURNMENT

The meeting adjourned at 4:30 P.M.

CERTIFICATE OF
PARTICIPATION (COP)
FINANCING - RESOLUTION

TAB 5

WEST CONTRA COSTA HEALTHCARE DISTRICT

RESOLUTION NO. 2011-06

**RESOLUTION AUTHORIZING AND DIRECTING EXECUTION OF
CERTAIN INSTALLMENT SALE FINANCING DOCUMENTS,
AUTHORIZING AND DIRECTING PREPARATION AND DISTRIBUTION
OF A PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE
OFFERING AND SALE OF CERTIFICATES OF PARTICIPATION RELATING
THERETO, AUTHORIZING AND DIRECTING EXECUTION OF A
CERTIFICATE PURCHASE AGREEMENT AND DIRECTING CERTAIN
ACTIONS WITH RESPECT THERETO**

RESOLVED, by the Board of Directors (the "Board") of the West Contra Costa Healthcare District, Contra Costa County, California (the "District"), as follows:

WHEREAS, pursuant to Section 4 of Article XIII A of the California Constitution and section 53730.01 of the California Government Code, on June 8, 2004, the voters of the District approved Measure D, a measure to impose a special tax (the "Parcel Tax") to be used to defray operating expenses, capital improvement expenditures and debt repayment for the District;

WHEREAS, the District entered into an Installment Sale Agreement, dated as of July 1, 2004 (the "2004 Installment Sale Agreement") with the WCCHD Financing Corporation in order to finance certain working capital and other expenditures, the payments under which are secured by the Parcel Tax Revenues;

WHEREAS, the 2004 Installment Sale Agreement permits the District to enter into obligations secured by the Parcel Tax Revenues on a parity with the obligations under the 2004 Installment Sale Agreement;

WHEREAS, pursuant to California Government Code Section 5451.5 (the "Lien Statute"), a statutory lien has been imposed on the Parcel Tax Revenues to secure the obligations of the District under the 2004 Installment Sale Agreement and the 2011 Installment Sale Agreement (defined in Section 2(b), below);

WHEREAS, the District, working together with the WCCHD Financing Corporation II (the "Corporation"), proposes to finance and refinance a portion of working capital expenses and operating losses arising from the District's operation of the Facilities and arising from other District's health care facilities;

WHEREAS, the Board has determined that in order to accomplish such financing it is necessary and desirable to sell the Facilities to the Corporation and to purchase the Facilities back from the Corporation pursuant to the 2011 Installment Sale Agreement;

WHEREAS, the documents below specified have been filed with the District and the members of the Board, with the aid of its staff, have reviewed said documents;

NOW, THEREFORE, it is hereby DECLARED and ORDERED, as follows:

Section 1. Certificates of Participation (2011 Financing Program) (the "Certificates") are hereby authorized to be executed and delivered pursuant to the provisions of the Trust Agreement, as hereinafter defined.

Section 2. The below-enumerated documents, substantially in the form on file with the Secretary, be and are hereby approved and the Chief Executive Officer or her designee is hereby authorized and directed to execute said documents, with such changes, insertions and omissions as may be approved by such official, and the Secretary is hereby authorized and directed to attest to such official's signature:

(a) an acquisition agreement, by and between the District, as seller, and the Corporation, as purchaser, pursuant to which the District will sell its health facilities (the "Facilities") to the Corporation;

(b) an installment sale agreement, by and between the Corporation, as seller, and the District, as purchaser (the "Installment Sale Agreement"), pursuant to which the Corporation will sell the Facilities back to the District, so long as the total principal amount of the Certificates does not exceed \$40,000,000, so long as the average interest rate to be paid with respect to the Certificates does not exceed 8.5% and so long as the maturity of the Certificates does not extend beyond July 1, 2042;

(c) a trust agreement, by and among the Corporation, the District and U.S. Bank National Association, as trustee (the "Trust Agreement"), relating to the financing, and the execution and delivery of the Certificates; and

(d) a purchase agreement, by and between an underwriter or underwriters to be selected by Chief Executive Officer, Treasurer or Secretary, on behalf of the District (the "Underwriters"), and the District, agreed to and accepted by the Corporation, relating to the purchase by the Underwriters of the Certificates, so long as the Underwriters' discount does not exceed 1.0% of the principal amount of the Certificates, exclusive of any original issue discount which does not represent compensation to the Underwriters.

Section 3. The Board hereby authorizes the preparation of a preliminary official statement describing the financing (the "Preliminary Official Statement"). The Board authorizes and directs the Chief Executive Officer, Treasurer or Secretary, on behalf of the District, to deem "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") the Preliminary Official Statement prior to its distribution by the Underwriters.

Section 4. The Chief Executive Officer, Treasurer or Secretary is authorized and directed to cause the Preliminary Official Statement to be brought into the form of a final official statement (the "Final Official Statement") and to execute said Final Official Statement, dated as of the date of the sale of the Certificates, and a statement that the facts contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an

original part thereof for the purpose of such statement) were, at the time of sale of the Certificates, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Certificates, and does not, as of the date of delivery of the Certificates, contain any untrue statement of a material fact with respect to the District or omit to state material facts with respect to the District required to be stated where necessary to make any statement made therein not misleading in light of the circumstances under which it was made. The Chief Executive Officer, Treasurer or Secretary shall take such further actions prior to the signing of the Final Official Statement as are deemed necessary or appropriate to verify the accuracy thereof. The execution of the Final Official Statement, which shall include such changes and additions thereto deemed advisable by the Chief Executive Officer, Treasurer or Secretary and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the Final Official Statement by the District.

Section 5. The Final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Certificates.

Section 6. The Chief Executive Officer, Treasurer or Secretary and all other appropriate officials of the District are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purposes of this Resolution and the financing herein authorized. All actions heretofore taken by the officers and agents of the District with respect to the execution, delivery and sale of the Certificates are hereby approved, confirmed and ratified. Whenever in this Resolution any officer of the District is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 7. This Resolution shall take effect upon its adoption by this Board.

* * * * *

I, the undersigned Secretary of the West Contra Costa Healthcare District, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the District at a meeting thereof held on the 16th day of November, 2011, by the following vote of the members thereof:

AYES:
NOES:
ABSTAIN:
ABSENT:

Irma Anderson, Chair of the Board of Directors
West Contra Costa Healthcare District

Deborah Campbell, Secretary of the Board of Directors
West Contra Costa Healthcare District

Brookside Merger with Lifelong

TAB6

WEST CONTRA COSTA HEALTHCARE DISTRICT

RESOLUTION NO. 2011-08

**RESOLUTION APPROVING THE MERGER BETWEEN
BROOKSIDE COMMUNITY HEALTH CENTER, INC. and
LIFELONG MEDICAL CARE**

WHEREAS, the West Contra Costa Healthcare District ("District") is the sole member of Brookside Community Health Center, Inc., a California public benefit corporation ("Brookside").

WHEREAS, the board of directors of Brookside has determined that it is in the best interest of its patients and community to merge with LifeLong Medical Care, a California public benefit corporation ("LifeLong").

WHEREAS, pursuant to Article V of the Brookside articles of incorporation, the District, as sole member of Brookside, has the right to approve any merger and its principal terms.

WHEREAS, on September 27, 2011, the board of directors of Brookside voted (1) to merge with LifeLong, effective September 1, 2012, subject, *inter alia*, to the approval of the District; and (2) to enter into that certain Merger Agreement and ancillary documents (together "Merger Agreement") relating to the merger.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of West Contra Costa Healthcare District:

1. That the merger between Brookside and Lifelong is hereby approved, authorized, adopted, ratified and confirmed, subject to the terms and conditions contained in the Merger Agreement, and the execution of the Merger Agreement by Brookside's chief executive officer and/or chief financial officer ("Brookside CEO") is hereby authorized and approved.

2. That the Brookside CEO and any person or persons designated and authorized to act by the Brookside CEO are hereby authorized and directed to implement the merger and to take such other steps and perform such acts, including additions or omissions to the documents and agreements, all as in their respective individual judgments may be necessary, appropriate or desirable on behalf of and in the name of Brookside, consistent with and to effectuate the intent of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the West Contra Costa Healthcare District on this 16th day of November, 2011, by the following vote:

AYES:

NO:

ABSTAIN:

Irma Anderson, Chair, Board of Directors

Deborah Campbell, Secretary, Board of Directors



INSTITUTE FOR HEALTHCARE
IMPROVEMENT (IHI)
ANNUAL NAT'L FORUM

TAB 7



Every year, the National Forum refuels the tanks of leaders of change, from executives to the front line. This conference is the premier "meeting place" for people committed to the mission of providing safe, effective patient care at a reasonable cost. This annual event draws nearly **6,000 health care leaders** from around the world to Orlando and thousands more via **satellite broadcast**.

Past National Forum participants have told us:

- "With all the rapid changes in taking place around health care quality, I have often felt overwhelmed. Attending the National Forum is my lifeline — I always return with wonderful ideas to improve patient care at my organization." - *Laurie LaFlamme, Quality Improvement Coordinator, Penobscot Valley Hospital, Maine*
- "The National Forum sparks a surge of new ideas and allows attendees to think through the whole process of change, with a focus on doing it well." - *Lander Cooney, CEO, Community Health Partners, Montana*
- "The National Forum gives me great ideas to take home, while recharging my batteries for another year of improvement work." - *Richard Gitomer, MD, Chief Quality Officer, Emory University Hospital Midtown, Georgia*

We hope you can join us at the 23rd Annual National Forum, taking place from **December 4-7, 2011**, in **Orlando, Florida**.